

RECORDATION NO. 17912-V
FILED

NOV 08 '07 -2 28 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

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November 8, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release (GATC Trust No. 92-1A), dated as of February 11, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents (GATC Trust No. 92-1A) previously filed with the Commission and Board under Recordation Number 17912.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Indenture Trustee: J.P. Morgan Trust Company
(successor to Bank One National Association)
One First National Plaza
Chicago, IL 60670

Mr. Vernon A. Williams
November 8, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

2 railcars: GATX 54148 and GATX 54149.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 17912-^V FILED

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BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1A (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 054148 and GATX 054149 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

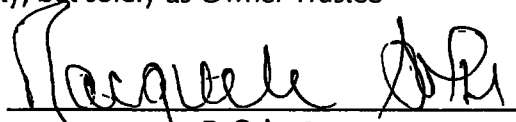
J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: February 11, 2005

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By:

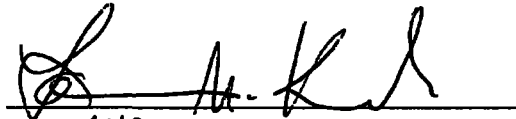
Title:


Jacqueline E. Solone
Administrative Account Manager

J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, as Indenture Trustee

By:

Title:


AVP

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1A (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 054148 and GATX 054149 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

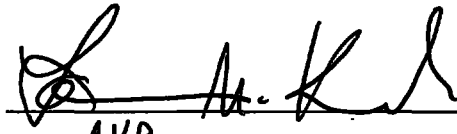
J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: February 11, 2005

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: _____
Title: _____

J.P. Morgan Trust Company, N.A. successor-in-interest
to Bank One, National Association, as
Indenture Trustee

By:  _____
Title: AVP

State of Delaware)
) SS:
County of New Castle)

On the 1 day of Nov, 2005, before me personally appeared JACQUELINE SOLONE, to me known, who being by me duly sworn, say that (s)he is a ADMINISTRATIVE ASST MGR of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Vernessa E Robinson
Notary Public

[Notarial Seal]

My commission expires: **VERNESSA E. ROBINSON**
Notary Public - State of Delaware
My Comm. Expires Oct. 26, 201

State of Illinois)
) SS:
County of Cook)

On the 11th day of February, 2005, before me personally appeared Lawrence M. Kusch, to me known, who being by me duly sworn, says that (s)he is a AVP of J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



T. Mosterd
Notary Public

[Notarial Seal]

My commission expires: 1/22/09

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2005, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 11th day of February, 2005, before me personally appeared Lawrence N. Kusch, to me known, who being by me duly sworn, says that (s)he is a AVP of J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



T. Mosterd

Notary Public

[Notarial Seal]

My commission expires: 1/22/09